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October 20, 2005

By Fax

Kwantlen University College Student Association
12666 - 72nd Avenue
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Attention: Aaron Takhar

Dear Aaron:

Re: Society Act

You have asked for my opinion as to the time at which the removal of a director from office as a result of a special resolution becomes effective. My answer is that it becomes effective immediately.

Section 31 of the *Society Act* provides that "a director may be removed from office by special resolution ...". Section 66(3) of the *Act* provides that:

"a special resolution, other than one changing the number of directors or removing a director, does not take effect until it has been filed with the registrar" (emphasis added).

Nowhere does the *Society Act* provide that a special resolution for the removal of a director only takes effect when it is filed with the registrar, as is the case with other special resolutions, including changes of bylaws. Hence, a special resolution to remove a director takes effect immediately.

Yours truly,
RUSH CRANE GUENTHER
PER:


DONALD G. CRANE

dgc/dl